

**CONSTITUTION AND RULES OF THE  
MAKARA PEAK  
MOUNTAIN BIKE PARK SUPPORTERS INCORPORATED  
AS AMENDED – FEBRUARY 2008**

**1. NAME**

- (a) The name of the Society shall be the ‘Makara Peak Mountain Bike Park Supporters Incorporated’ (the Society).

**2. OBJECTS**

The mission of the Society is to **benefit the community by creating and maintaining** a world class mountain bike park, with dual use tracks for all levels of rider, in a restored native forest.

In order to achieve this mission the Society has been established with the following objects:

- (a) To facilitate and encourage mountain bike riding **by the general public** in the Makara Peak Mountain Bike Park (the Park).
- (b) To develop and maintain mountain bike tracks for riders of all levels of ability.
- (c) To permit, encourage and organise participation in recreational mountain bike events.
- (d) To promote compatible recreational uses of the Park.
- (e) To protect and enhance the restoration of native flora and fauna in the Park.
- (f) To participate in the management, enhancement and monitoring of the Park, in association with the Wellington City Council and other interested groups.
- (g) To co-ordinate volunteer activities in developing and maintaining the facilities of the Park.
- (h) To broaden knowledge and understanding about, and encourage participation in the use and enhancement of the Park through publications, publicity, events, projects and other appropriate means.
- (i) To liaise with the Wellington City Council on all policies affecting the management of the Park.

**2A. CHARITABLE PURPOSE**

- (a) **Any income, benefit or advantage must be used to advance the charitable purposes of the Society.**
- (b) **No member of the Society, or anyone associated with a member, is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage.**
- (c) **Any payments made to a member of the Society, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.**

**3. MEMBERSHIP**

- (a) Any person or organisation who supports the objects of the Society may, on application and payment of any subscription, become a member of the Society.
- (b) Sub-categories of membership may be created from time to time by resolution of a meeting of the Society which shall set out the conditions applying to such categories, but such additional types of membership shall not include a right to vote and may be terminated at any time by resolution.

- (c) Members which are organisations shall advise the Management Committee or Chairperson from time to time of the name of the person nominated to represent that member, and of any change of the person nominated.
- (d) Applications for membership will be addressed to the Chairperson of the Society at the time. An application shall contain sufficient detail to enable the Society or Committee considering membership matters to make an informed decision on the membership application.
- (e) The Society or its Management Committee shall maintain a register of members showing name, address, occupation and date of joining the Society.
- (f) Members may cease membership:
  - i by death or resignation notified in writing to the Chairperson of the Society.
  - ii by non-payment of any annual subscription six months overdue.
  - iii by conduct which in the opinion of the Management Committee, or in its absence the Society, is not in the best interests of the Society. In any deliberation the member shall have the opportunity to be heard.
- (g) Persons or organisations may be made patrons or be otherwise recognised for their support of the Society's aims and objectives.

#### **4. MANAGEMENT COMMITTEE**

- (a) A Management Committee may be elected to have authority to manage the affairs of the Society subject to such guidance and rulings given it by meetings of the Society.
- (b) The Committee, if elected, shall comprise such number of persons as an Annual General Meeting considers appropriate for the forthcoming year. The Committee may co-opt other members to the Committee to serve until the next Annual General Meeting.
- (c) The Chairperson of the Society shall be the chairperson of the Management Committee.

#### **5. MEETINGS**

- (a) The Society shall meet at least once every year and shall hold an Annual General Meeting every year, which may be the only meeting held in that year.
- (b) The Management Committee, or when none exists the Chairperson or other nominated person, shall ensure that notices of meetings of the Society and of matters to be dealt with at meetings shall be forwarded to members at least fourteen days before the holding of any Annual General Meeting of the Society or at least seven days before any other general meeting of the Society; but the failure by any member to receive any such notice shall not invalidate business transacted at the meeting for which notice was not received. Notices of meetings and of other matters for which notice is required may be sent by post, fax, e-mail or delivery in any manner commonly used or likely to be effective.
- (c) A quorum for any general meeting of the Society shall be 20% of the members present at the commencement of the meeting, but of no less than five members. Committees may decide from time to time whether any quorum is required for their meetings.

#### **6. ANNUAL GENERAL MEETING**

- (a) At each Annual General Meeting of the Society the members present with the right to vote shall elect:
  - i A Chairperson and, if thought desirable, a Deputy Chairperson.
  - ii Any other officer that the society considers it appropriate to appoint.
  - iii A Management Committee of such number of persons as the Society considers appropriate for the forthcoming year to manage the affairs of the Society, provided that in any year the Society may decide not to appoint a Management Committee if it considers such an appointment is not required for the coming year. A Management Committee may be created at any General Meeting of the Society if none then exists.

- (b) Only persons who are members or who are representatives of members of the Society shall be eligible to hold office as Chairperson or as members of the Management Committee.
- (c) At the Annual General Meeting a report shall be presented showing the activities of the Society during the preceding year. Also presented shall be a statement of the income and expenditure and the assets and liabilities of the Society during the financial year ending 30 June. This may be satisfied by a simple receipts and payments account.

## **7. CONDUCT OF MEETINGS**

- (a) Meetings of the Society, the Management Committee and of any ad hoc committee established by the Society or Management Committee shall be held as often as the Society or committee concerned considers appropriate to deal with matters coming before it.
- (b) The Chairperson of the Society shall be chairperson of the Management Committee and of any General Meetings of the Society. In the absence or unavailability of the Chairperson, the Society or the Management Committee may appoint an acting Chairperson who may for the duration of such appointment exercise all powers of the Chairperson. A deputy Chairperson shall automatically fulfill the role of acting Chairperson when required. Any other committee of the Society shall elect its own chairperson.
- (c) Meetings of the Society or the Management Committee may be called at any time by the Chairperson, or by any two members of the Management Committee, or by five members of the Society, on giving the appropriate membership not less than seven days notice.
- (d) All decisions made at Society meetings shall be made by a simple majority of members voting in person. In the event of an equality of votes the Chairperson shall have a casting vote as well as a deliberative vote.
- (e) A resolution circulated to all members and signed or assented to in writing by no fewer than two thirds of such members who respond shall be as valid and binding as a resolution passed by simple majority of members voting at a duly convened meeting of the Society. Such a resolution may comprise several separate pages each with the resolution recorded on it.

## **8. SUBSCRIPTIONS**

- (a) The Society may set subscriptions as a condition of membership of the Society at such levels as the Management Committee, or in its absence the Society, shall from time to time decide.
- (b) The subscriptions may be set at different levels for different types of membership and for individuals and corporate bodies or organisations.

## **9. ACCOUNTS**

- (a) The Society and every Committee of the Society shall keep accounts and records of its activities and financial dealings and the Management Committee, or in its absence the Chairperson, shall ensure compliance with these requirements.
- (b) The Society or the Management Committee may appoint a Secretary and/or a Treasurer to assume these responsibilities.
- (c) The Society may open and operate such bank accounts as it considers necessary and shall lay down rules for the operation of such accounts.
- (d) Any two members of the Management Committee shall be authorised to sign cheques or other documents on behalf of the Society.
- (e) When no Management Committee exists then cheques and other documents shall be signed for the Society by the Chairperson and one other person from those nominated as signatories by any meeting of the Society.
- (f) The financial year of the Society shall be from 1 July to 30 June of the next year.
- (g) The control of the Society's funds and the investment of any surplus funds shall be vested

in the Management Committee, when in existence, or a Committee established for the purpose, which shall observe any guidelines or restrictions laid down by the Society. All investments shall comply with all relevant legislative requirements.

- (h) The Society or the Management Committee may appoint an auditor with such qualifications and on such terms as it determines.

## **10. PROPERTY**

- (a) The Society may acquire, hold or dispose of any property whether real or personal and enter into leases, licences and contracts, may accept donations or other financial assistance and reimburse expenses incurred by members or third parties in attending to the Society's affairs.
- (b) The Society may employ staff, contractors or consultants to assist in meeting its objectives or to provide such services as it requires. The Society may act in conjunction with any other person or body in carrying out these activities.
- (c) The Society shall not however borrow funds or guarantee the obligations of third parties or members except with the authority of a resolution passed by no fewer than two thirds of the members entitled to vote on such resolution. This resolution may be circulated to members or passed at a general meeting at which the resolution is submitted.

## **11. COMMON SEAL**

- (a) The Society may adopt a common seal, which shall only be used on the authority of a resolution of the Society or the Management Committee, and its affixing shall be witnessed by any two members of the Society appointed for that purpose.

## **12. ALTERATION OF RULES**

- (a) The provisions of the Constitution of the Society may be varied only at a meeting of the Society of which fourteen days prior notice has been given to members stating the amendments proposed, and then only by a resolution supported by a two thirds majority of those present and voting at the meeting at which the resolution is put.

## **13. WINDING UP**

- (a) On the winding up of the Society a meeting shall be held to decide how to dispose of any assets remaining after the discharge of all liabilities. Remaining assets shall only be disposed of to another organisation with similar charitable objectives, or which will hold the assets on behalf of and for the recreational benefit of the people of the City of Wellington.

## **14. INTERPRETATION**

- (a) If any matter arises which is not provided for in this Constitution, or if there is disagreement in the interpretation of any rule, then the matter shall be determined by the Chairperson.

## **15. DEFINITIONS**

- (a) 'Society' is the Makara Peak Mountain Bike Park Supporters Incorporated.
- (b) 'Park' is the Makara Peak Mountain Bike Park owned by the Wellington City Council and located in the suburb of Karori, Wellington. The park is approximately 120ha in extent and incorporates the major heights of Makara Hill, and Makara High. Its Eastern boundaries are formed by South Karori Road, Hathaway Ave, St Albans Ave, Allington Road, Thurleigh Grove and Paddington Grove. Its Northern Boundary is formed by Makara Road. It's Western and Southern boundaries are formed by privately owned rural land.

August 1999  
and amended February 2008